

CHICAGO AND



TRANSPORTATION COMPANY

6-314A044

OCT 8, 1976

File No.: 553

NOV 9 1976
Fee \$ 10.00

RECORDATION NO. 8247 Filed & Recorded

BERNARD J. ALLEN
DIANE KOHLER-RAUSCH
JOAN A. SCHRAMM
ASSISTANT SECRETARIES

DIRECT DIAL NUMBER
312/454-6534

ICC Washington, D. C.

NOV 9 1976 10 45 AM

Interstate Commerce Commission
Washington, D. C. 20423
Attention: Mr. Robert L. Oswald, Secretary

INTERSTATE COMMERCE COMMISSION

RECEIVED
NOV 9 10 41 AM '76
I.C.C.
FEE OPERATIONS BR.

Gentlemen:

Re: Equipment Trust No. 2 of 1976, dated as of 3/15/76, between this Company
Guarantor, and The First National Bank of Chicago, Trustee.

Please refer to the above-mentioned document assigned Recordation No. 8247
pursuant to Section 20c of the Interstate Commerce Act, as amended.

Enclosed for recording are 7 counterparts of Supplement to the above-mentioned
document. The names and addresses of the parties to the agreement are:

Trustee

The First National Bank of Chicago
Corporate Trust Administration
P. O. Box A
Chicago, Illinois 60603

Guarantor

Chicago and North Western
Transportation Company
400 West Madison Street
Chicago, Illinois 60606

Also enclosed is check for \$10.00 to cover your recording fee. Please return
6 counterparts of the document bearing your recordation data to messenger,
retaining 2 counterparts for your files.

Very truly yours,

Diane Kohler-Rausch

Diane Kohler-Rausch
Assistant Secretary

DK:db
Encls.

cc: A. R. Menard
The 1st Nat'l Bank of Chicago
R. L. Schardt*
R. D. Smith
F. E. Cunningham, Attn: H. Labno*
D. E. Stockham, Attn: R. S. Brenner*

R. F. Guenther, Attn: J. James*
M. W. Payette*
Arthur Andersen & Co., Attn:
Gary Holdren

*with copy of supplement

Interstate Commerce Commission

Washington, D.C. 20423

11/9/76


OFFICE OF THE SECRETARY

Diane Kohler- Rausch
Assistant Secretary
Chicago and North western Transp. Co.
400 West Madison Street
Chicago, Illinois 60606

Dear

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,
49 U.S.C. 20(c), on 11/9/76 at 10:45am ,
and assigned recordation number(s) 8247-A

Sincerely yours,


Robert L. Oswald
Secretary

Enclosure(s)

SE-30
(5/76)

NOV 9 1976 - 10 45 AM

SUPPLEMENTAL TRUST AGREEMENT DATED OCTOBER 26, 1976, between THE FIRST NATIONAL BANK OF CHICAGO, a national banking association, as Trustee (hereinafter called the Trustee), and CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, a Delaware corporation (hereinafter called the Railroad).

WHEREAS, the Trustee and the Railroad have entered into an Equipment Trust Agreement dated as of March 15, 1976 (hereinafter called the Equipment Trust Agreement), covering construction and transfer to the Trustee of title to the railroad equipment described in Schedule A thereto (hereinafter called the Trust Equipment) which the Trustee has leased to the Railroad pursuant to the terms of the Equipment Trust Agreement;

WHEREAS, Chicago and North Western Transportation Company Equipment Trust No. 2 Certificates of 1976 (hereinafter called Trust Certificates) have been issued and sold in an aggregate principal amount not exceeding \$7,500,000;

WHEREAS, the aggregate cost of Trust Equipment for which payment has been made has exceeded 125% of the aggregate principal amount of Trust Certificates pursuant to Section 2.1 of the Equipment Trust Agreement;

WHEREAS, the Trustee and the Railroad now desire to supplement the Equipment Trust Agreement as provided therein to exclude therefrom eleven (11) OT Triple Hopper Cars, manufactured by Greenville Steel Car Company, which are part of the Trust Equipment;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. Item 1 of Schedule A of the Equipment Trust Agreement is hereby amended to describe the Trust Agreement comprising the 189 OT Triple Hopper Cars,

manufactured by Greenville Steel Car Company.

Item 1: Description of Equipment


No. of Units	Description	C&NW Road Numbers	Total Cost
189	100-Ton OT Triple Hopper Cars (Greenville Steel Car Company Greenville, Pa. 16125)	135400- 135588, inclusive	\$5,560,019.01

2. The Railroad will promptly cause this Supplement to be filed, recorded and deposited in like manner as the Equipment Trust Agreement.

3. Except as amended hereby, the Equipment Trust Agreement shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

ATTEST:


Trust Officer

(Corporate Seal)

THE FIRST NATIONAL BANK OF
CHICAGO as Trustee,

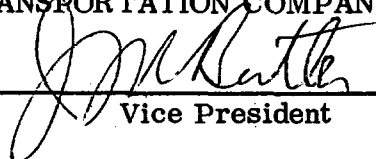
By 
Vice President

ATTEST:


Assistant Secretary

(Corporate Seal)

CHICAGO AND NORTH WESTERN
TRANSPORTATION COMPANY

By 
Vice President

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 4TH day of Nov., 1976, before me personally appeared A. R. MENARD to me personally known, who, being by me duly sworn, says that he is a Vice President of The First National Bank of Chicago, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission expires 9/17/79

A. R. Menard
Notary Public

[Notarial Seal]

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 2nd day of Nov., 1976, before me personally appeared M. Butler to me personally known, who, being by me duly sworn, says that he is a Vice President of Chicago and North Western Transportation Company, that one of the seals affixed to the foregoing instrument is the corporate seal of the said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission expires

Melvin F. Chatterton
Notary Public

MELVIN F. CHATTERTON

Notary Public

Du Page Co. Illinois

My Commission Expires Feb. 25, 1978

[Notarial Seal]